



CCC-GAD02-01

The Monster Within



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A mind flayer has called for a massive conference of monsters in the Underdark beneath Hillsfar.

Trolls, umber hulks, demons, and more have answered the illithid's call. To infiltrate this gruesome menagerie, you must embrace the monster within yourself.

A Two-to-Four-Hour Adventure for Tier 1 Characters. Optimized for APL 3.

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Adventure Primer

“Monsters are real... They live inside us, and sometimes, they win.”

— Stephen King

This adventure is designed for **three to seven 1st–4th level characters** and is optimized for **five characters with an average party level (APL) of 3**. Characters outside that level range can't participate in this adventure.

The Monster Within is an adventure that allows the characters to temporarily become the very monsters they have always fought. Will they fight against or embrace the monsters within?

Background

A mind flayer named **CEPHALLIX** has come to **SPOREDOME** to pave the way for its ulitharid overlord who intends to settle a new mind flayer colony there. Unlike the mind flayers of **RYXYG** colony, this ulitharid has no intention of living peacefully with other sapient beings. Cephallix has developed a breed of experimental parasites called **BRAIN LARVAE** which burrow their way into their victims' brains and cause those victims to become more intelligent and more susceptible to Cephallix's influence.

Cephallix infested Lake Sporedome with brain larva grubs, and so numerous Underdark creatures who drank from the lake became hosts to the parasites. Cephallix then broadcasted a telepathic message across Sporedome, calling for a massive **CONFERENCE OF MONSTERS**. Many infected monsters answered Cephallix's call, while those free of brain larvae, including the mind flayers of Ryxyg, reacted with alarm.

HUUM, a mind flayer of Ryxyg, has been experimenting with brain larvae at the **WAYDOWN GARRISON** near **HILLSFAR**, looking for a way to stop Cephallix. Before Huum could finish its experiments, infected kruthiks under Cephallix's command attacked the garrison and slaughtered many of the **RED PLUME** soldiers there. Huum had no choice but to send a message to Hillsfar, hoping that First Lord **VUHM YESTRAL** would respond with reinforcements in time.

Overview

The adventure's story is spread over **three parts** and takes approximately **2 hours** to play. The adventure begins with a Call to Action scene. It also contains **two optional bonus objectives**—each taking an **additional hour** to play.

- **Call to Action: First Lord Problems.** First Lord Vuhm Yestral hires the characters to investigate a garrison that got attacked.
- **Part 1: Switching Hearts and Minds.** The characters meet a mind flayer named Huum who tells them of a danger in the Underdark and invites them to take part in a psionic experiment. This is **Story Objective A**.
- **Part 2: Conference Call.** The characters in monster form must fight and defeat a mind flayer named Cephallix who is trying to gather an army to conquer the surface. This is **Story Objective B**.
- **Bonus Objective A: It's Danger All the Waydown.** The characters arrive at the Waydown garrison to find that it has been invaded by kruthiks. This is found in **Appendix 1**.
- **Bonus Objective B: Even Monsters Need Friends.** The characters can approach the four monster groups at the conference and convince them to turn against Cephallix. This is found in **Appendix 2**.

Adventure Hooks

The Red Plumes have put out word that the First Lord is looking for a group of adventurers to assist with an important mission. Time is very sensitive, so prospective hires should head to the Tower of the First Lord immediately.

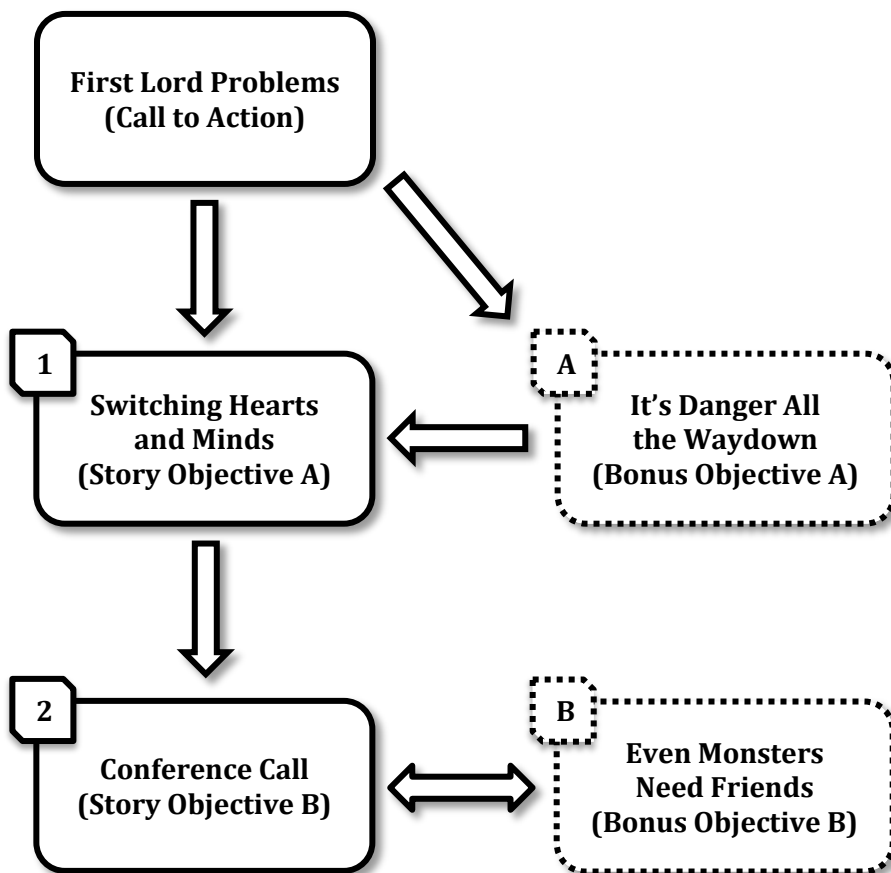
Cold Hard Cash. The First Lord of Hillsfar is known to be a generous and reliable employer.

Faction Mission. First Lord Vuhm Yestral still has ties to the Lord's Alliance, which he can use to call up members of all five major factions.

Aberrant Curiosity. Rumor has it that a beholder flew over the walls of Hillsfar early morning today. Perhaps the First Lord's task has something to do with this?

Adventure Flowchart

This section provides a basic understanding of not only the flow of the adventure, but also the outline of the different paths that your players may take in reaching their stated objective.



Call to Action: First Lord Problems

Estimated Duration: 10 minutes

The adventure begins late morning at the Tower of the First Lord in Hillsfar Castle.

Tower of the First Lord

Unlike the lavishness of the rest of Hillsfar Castle, the First Lord's office at the top of his tower is sparsely-furnished with few decorations. Yestral's desk and bookshelves are neatly organized and unadorned save for his old Red Plume helmet resting on a shelf.

First Lord Vuhm Yestral

Vuhm Yestral himself is a human man in his late 60s, still hearty and strong for his age, but the weight of his high office has worn him down over the past few years. His eyes look tired from lack of sleep, and his hair has become more and more white over time. He wears a signet ring bearing the emblem of the Lord's Alliance.

"Thank you for answering my call, adventurers. With the influx of visitors for the Celebration of Swords and the fallout of the recent pirate attack, my Red Plumes are shorthanded as it is. But before I get ahead of myself, I am Vuhm Yestral, First Lord of Hillsfar. It is an honor to meet all of you."

Have the characters introduce themselves.

A Vision in Scarlet

After introductions, Yestral tells them that a small beholder-like creature with tentacles flew over the city walls before dawn this morning (a DC 15 Intelligence (Nature) check recognizes this description as a mindwitness, which typically serves mind flayers). His Red Plume guards responded quickly and shot down the monster before it could cause any harm. On its body, they found a set of goggles.

Yestral takes the goggles out from his desk and shows it to the characters. It has red lens and its frame is formed out of hard brown carapace and green leather. Yestral tells one of them to try it on. When someone does, read:

As you put on the goggles, a red-tinted psychic vision fills your eyes. You find yourself in a military barracks filled with soldiers wearing feathered helmets fighting desperately against a swarm of jagged, chitin-covered reptiles, each as large as a wolf. One reptile leaps to attack you, and you realize that there are four purple tentacles rising out of your own mouth. Your tentacles reach out with astounding speed to latch onto the reptile's head. As your tentacles dig into the creature's skull, the vision ends.

Anyone who makes a DC 10 Intelligence (Arcana or Nature) check recognizes that they saw the vision through the eyes of a mind flayer, an aberrant creature who devours brains.

A DC 13 Intelligence (Nature) check recognizes the chitinous reptiles as kruthiks – subterranean hive creatures who normally live and hunt deep underground.

Trouble Down the Waydown

Yestral shares that he recognizes the location in the vision as the **Waydown Garrison**. It is a Red Plume garrison built around a sinkhole leading down to the Underdark about a half-day's travel from Hillsfar. **He wants the characters to travel to the Waydown and investigate what happened to the garrison.**

Yestral reluctantly admits that the garrison has been in vulnerable shape due to his decisions. **Captain Maggarl Helck** leads the Red Plumes there. He is a corrupt and cowardly man who got his position due to family connections. Since the Underdark has been safer recently thanks to the reclamation of the drow city of Szith Morcane and the defeat of the demon lord Graz'zt, Yestral has recalled a number of Red Plumes from the Waydown back to Hillsfar, leaving the garrison with only a skeleton crew. With few soldiers and weak leadership, it is no wonder such an attack would be devastating.

It looked to Yestral like the jagged reptiles were attacking the garrison and the mind flayer alike. He is not sure what the mind flayer was

doing at the Waydown, but Hillsfar has been on friendly terms with the mind flayers of the Ryxyg colony since Graz'zt's defeat, so it is possible that one of them came to the Waydown on legitimate business. He suspects that the mind flayer was the one who sent these goggles as a message or warning to Hillsfar.

Besides investigating the Waydown garrison, **Yestral also wants the characters to look for signs of the mind flayer and talk to it. If the mind flayer's interests are aligned with those of Hillsfar's, the characters should do what they can to assist it.** He warns them not to attack the mind flayer; it is very likely an ally of Hillsfar, and it is also far too dangerous for the characters to defeat.

Treasure

Yestral gives the characters the *goggles of night* just in case it proves helpful to them. In addition, he promises them adequate payment if they can fulfill their mission.

The First Step

Once the characters are ready, they can head out onto the road. After a half-day of travel, they arrive at the Waydown Garrison right before dusk.

- **If you are using Bonus Objective A**, they can now explore the garrison. Proceed to **Appendix 1: Bonus Objective A**.
- **If you are not using Bonus Objective A**, they find the portcullis open and no person or monster in sight. They can go right through the main double doors and enter Huum's workshop. Proceed to **Part 1**.



Part 1: Switching Hearts and Minds

Estimated Duration: 45 minutes

The characters have arrived at the **Waydown Garrison**.

- **If you are using Bonus Objective A**, the characters have already defeated the kruthik invaders and secured the fort, allowing them to proceed into Huum's workshop.
- **If you are not using Bonus Objective A**, the characters arrive to find the garrison empty of soldiers. The front gate is wide open, and they can go inside to see Red Plume and kruthik bodies everywhere. It appears that the garrison and the kruthik invaders wiped each other out. As they take stock of the situation, Huum sends a telepathic message inviting them into its workshop.

Story Objective A

Story Objective A is to take part in Huum's psionic transplant and descend into the Underdark.

What Really Happened Here?

Four days ago, **Huum** the mind flayer floated up into the Waydown Garrison from the Underdark and demanded to speak to their leader. Huum knew of a brewing threat in the Underdark that would become a problem for Ryxyg and Hillsfar alike. It wanted to experiment in the relative safety of the garrison for a few days to develop a solution. Huum bribed Captain Maggarl Helck with a bag of gems to allow it to stay at the garrison, and it told Helck to send a message to the First Lord of Hillsfar to warn him of the approaching danger.

Captain Helck didn't believe Huum about the threat; he just wanted to keep receiving bribes. He allowed Huum to stay at the garrison and declined to send a message to the First Lord. He planned to claim after five days that he received a letter from the First Lord demanding a higher fee from the mind flayer to continue staying at the garrison.

Unfortunately, a hive of kruthiks infected with brain larvae followed Huum's trail and

discovered the Waydown garrison. They dug a tunnel and burrowed into the feast hall in the dead of night, surprising the garrison and killing many Red Plumes.

Huum defended itself from the kruthiks and retreated to its workshop in the Waydown Chamber. Before Huum sealed the room, the mind flayer took the *goggles of night* that it created and imprinted a psionic vision in its lens, then ordered a mindwitness to carry the goggles to Hillsfar to warn the First Lord about what happened here.

Huum's Workshop

The Waydown Chamber is a well-secured room at the back of the garrison. There is a large sinkhole in the room which is 100 feet deep and leads down to the banks of the Waydown River in the Underdark. There is a wooden treadwheel crane built next to the sinkhole, allowing supplies and heavy objects to be lowered down or brought up.

The other side of the room has been fully converted into Huum's workshop. Two tables are covered in strange tools, monstrous body parts, jars of multicolored fluids, and the dissected remains of several brain-like slugs. The bodies of seven monstrous creatures, including a drider and a huge kruthik, are propped up by spikes holding them against the wall.

Huuming and Hawing

Huum greets the characters here and converses with them telepathically. It keeps *detect thoughts* active at all times to read surface thoughts, allowing it to immediately recognize that they came on behalf of the First Lord of Hillsfar. It uses its mind reading to anticipate their responses in unnerving ways.

What Do They Want? Huum recognizes Cephallix as a major threat both to Hillsfar and to its own colony of Ryxyg. Huum wants to impart to the characters that they all need to work together. Huum has a plan in mind, but it requires the cooperation of the characters.

What Do They Know? Huum knows everything in the **Background** section of the **Adventure Primer**. It can also explain what happened to the Waydown Garrison and that it was the one who sent the *goggles of night*. **Huum removes the psionic vision from the goggles** so that they can be used normally.

Huum is eager to share everything it knows about Cephallix and the brain larvae that Cephallix somehow created. It even brings out a glass bottle containing a **brain larva** suspended in water, which looks like a small slug with the texture and color of a human brain. Huum explains that once the larva is ingested, it crawls its way into the host's cranium. Brain larva hosts are easily manipulated by the mind flayer who created the brain larva, but they also gain a surprising boost to intellectual capacity, such that even dumb beasts like ogres become more intelligent and communicative.

With so many Underdark monsters infected by brain larvae, Cephallix has called a **Conference of Monsters** down in Sporedome. It doesn't have direct control over all the infected monsters, but hosts are a lot more receptive to its suggestions. Cephallix surely plans to gather an army of these monsters to turn against its enemies, both in the Underdark and on the surface.

Huum does not know how to create these brain larvae, but it has learned some ways to use them in psionic experiments. It has a plan to use one such experiment to stop the Conference of Monsters before it becomes a danger. But this plan will need the assistance of the characters to succeed.

Working for a Mind Flayer? Really?

First Lord Yestral did ask the characters to help the mind flayer if it is important to Hillsfar's safety, and the Conference of Monsters represents a real danger to Hillsfar. Since Huum can read thoughts, it even brings this up if the characters are reluctant to help an illithid. The conference is happening in just a few days, so this is their best and only chance to stop it in its tracks.

If the characters seem mercenary, Huum also promises a magical reward if they cooperate, though it refuses to elaborate on what that reward will be.

Infiltration Plan

Huum explains that it wants the characters to infiltrate the Conference of Monsters and kill Cephallix before it convinces the infected monsters to become its allies. Once Cephallix is dead, the brain larvae should be much less of a threat since their creator would no longer be around to direct them.

Obviously, it would be very difficult for a group of humanoid adventurers to walk into a meeting of monsters without standing out. Hence, Huum wants to take advantage of a special technique it developed using the brain larvae: **psionic transplant**.

Huum points to the seven monster bodies propped up against the back wall. Using the brain larvae, it can temporarily transfer the mind of a sapient being into the body of one of those monsters, allowing that being to control the monster's body instead of their own. The transplant lasts for three days, during which time their own body remains in an unconscious trance without needing food or water. If the monster body dies, the transplant ends early and the mind wakes up in its original body... likely unharmed.

If the characters agree to the plan, show them the handouts for the seven possible bodies:

- **Appendix 3: Barlgura Body (Handout)**
- **Appendix 4: Drider Body (Handout)**
- **Appendix 5: Kruthik Hive Lord Body (Handout)**
- **Appendix 6: Mezzloth Body (Handout)**
- **Appendix 7: Mindwitness Body (Handout)**
- **Appendix 8: Star Spawn Mangler Body (Handout)**
- **Appendix 9: Tanarukk Body (Handout)**

Each player must pick a different monster body for their character. Any familiars or pets should be left behind with their original bodies. The rules for the psionic transfer are on the handouts and in **Part 2**.



Rude Awakening

Once everyone has picked a monster, Huum orders them to lie down next to their chosen body. Huum magically causes everyone to fall unconscious, then performs a four-hour-long procedure to initiate the psionic transfer.

After the procedure, before the characters wake up, Huum pulls their original bodies to safety, then opens the door to the chamber and lures in some kruthiks that were in the tunnels deep below the garrison. Huum wants to test the characters in their monster forms and give them a chance to get used to their new bodies.

As the kruthiks arrive, Huum sends out a telepathic alarm, causing the characters to wake up in their monstrous bodies. There is a **kruthik hive lord** and four **adult kruthiks** attacking the party. Huum spends the entire combat hiding in a corner taking notes. The kruthiks ignore Huum as long as there are other targets available.

If you want to use a map for this encounter, the characters are in **Area 7** on **Appendix 10: The Waydown Garrison (Map)**.

Adjusting the Scene

Here are some suggestions for adjusting this scene:

- **3 Characters:** Remove two **adult kruthiks**.
- **4 Characters:** Remove an **adult kruthik**.
- **5 Characters:** No changes.
- **6 Characters:** Add an **adult kruthik**.
- **7 Characters:** Add a **kruthik hive lord**. Remove two **adult kruthiks**.

Descent into the Underdark

After the battle, Huum critiques the characters' fighting ability and spends an hour patching up their monster bodies, **giving everyone the benefits of a long rest**.

Once Huum is done patching them up, it is finally time for them to descend into the Underdark. The characters can use the treadmill crane, Huum's *levitate* spell, and climbing or flying abilities to descend down the Waydown. Proceed to **Part 2**.

Part 2: Conference Call

Estimated Duration: 1 hour 5 minutes

Now that the characters have transplanted their minds into monstrous bodies, they must travel to the Conference of Monsters in Sporedome.

Story Objective B

Story Objective B is to stop the Conference of Monsters by killing Cephallix.

Rules for the Psionic Transplant

- The psionic transplant will last three full days or until Huum releases the connection. During that time, the character's mind controls their monster body instead of their normal body, and Huum can telepathically communicate with them no matter the distance.
- While controlling the monster body, the character still speaks and understands their own languages in addition to those of the monster.
- A character can make Deception, Intimidation, Persuasion, and all Intelligence checks using their normal statistics instead of the monster's. Use the monster's statistics for everything else.
- If the monster body dies, the character's mind returns to their body safely.
- **In this form, they are immune to illithid Mind Blasts.**

Follow the River

To reach Sporedome, the characters must travel through the Underdark following the Waydown River. Since the monster bodies are not truly alive anymore, they don't require food, water, or rest. Because of the distance and the fact that they only have three days in these bodies, they need to press on for two full days without stopping to reach Sporedome in time. All of this is overland travel, since they have no boats large and strong enough to carry all these creatures.

The landscape of the Underdark is cold and alien to surface dwellers. Everything is dark and silent, broken only by the glow of fungi and faerzress and the occasional screech or haunting echo. Giant mushrooms in various shapes and colors fill the caverns. Luckily, few things dare to attack the fearsome monsters that the characters appear to be, so they can travel to Sporedome in peace, arriving at the start of the third day.



Sporedome is a colossal cavern with a vast and dense fungal forest growing around Lake Sporedome. Lights, colors, and scents fill the characters with an overwhelming barrage of sensations compared to the relative emptiness of the tunnels that they traveled through recently.

Area Information

This area has the following features.

Dimensions and Terrain. The Sporedome cavern expands for miles. It is filled with rocky, uneven terrain and dense mushroom forests that stop near the edge of the freshwater lake. The ceilings are typically hundreds of feet high.

Lighting. The entire cavern is dimly lit by faerzress. Some fungi shed bright light as well.

Faerzress. Faerzress is a magical radiation that permeates much of the Underdark, including all of Sporedome. Areas of faerzress are always dimly lit. Anyone trying to teleport into, within, or out of a faerzress-suffused area must succeed on a DC 15 Constitution saving throw or else they take 5 (1d10) force damage and the teleportation fails.

Sounds. The cavern is filled with sounds of running water, rocks falling in the distance, and grunts and noises caused by the vast array of monsters who have gathered here.

Teleconference

Following the Waydown River, it takes an hour to reach the shores of Lake Sporedome. While traveling, the characters hear a telepathic message broadcast into their minds, as well as the minds of every creature in Sporedome:

“My fellow denizens of the Underdark, I am Cephallix. Now that you are all gathered here, would you kindly listen to a proposal of mine? For too long, we have fought among ourselves, warring for holes and scraps while those on the surface laugh at our disunity. I propose that we band together and form an unstoppable army. No more fighting among our own kind! We shall save our wrath for those on the surface, as well as the traitors down here who refuse to heed our call of unity. Please consider this cause, and join me.”

Huum is worried that the monsters have already gathered, and urges the characters to hurry.

When they reach the shores of Lake Sporedome, they see four groups of monsters have answered Cephallix’s call and are now camped around the lake. There is a **band of demons**, a **congregation of kuo-toa**, a **tribe of trolls**, and a **nest of umber hulks**, with each group in its own camp separate from the rest.

Floating in the middle of the lake is a **nautiloid**, an illithid ship that looks like an enormous conch shell fitted with an exterior deck and a large mass of rubbery tentacles. This nautiloid is relatively small and has suffered damages which disabled flight and plane shifting, so the illithids rigged it to sail on water instead.

- **If you are using Bonus Objective B**, the characters have a chance to approach the four groups and convince them to turn against Cephallix. Proceed to **Appendix 2: Bonus Objective B**. (If your game has a strict time limit, this is a good time to evaluate how long you have remaining. If the game is running slow, you can skip this bonus objective to save time.)
- **If you are not using Bonus Objective B**, the groups have already agreed to join Cephallix. Proceed to **Assault the Conference**.

Assault the Conference (No Bonus Objective B)

Near the lake shore is a small assembly of envoys from the four monster groups: a **subjugated barlgura**, a **subjugated kuo-toa**, a **subjugated troll**, and a **subjugated umber hulk**. They are looking toward the approaching nautiloid.

Huum telepathically tells the characters that the group in front of them have completely given themselves over to the brain larvae, effectively becoming slaves. It looks like Cephallix will be here soon, so they must take the chance to strike down these monsters and then kill Cephallix before the illithid has an entire army.

If the troll is knocked to 0 HP, it runs away after regenerating. The others fight to the death.

Adjusting the Scene

Here are some suggestions for adjusting this scene:

- **3 Characters:** Remove the **subjugated umber hulk**.
- **4 Characters:** Remove the **subjugated umber hulk**. Add a **subjugated kuo-toa**.
- **5 Characters:** No changes.
- **6 Characters:** Remove the **subjugated troll**. Add a **subjugated rot troll**.
- **7 Characters:** Remove the **subjugated troll**. Add a **subjugated rot troll** and a **subjugated kuo-toa**.

Four rounds after combat starts, the nautiloid reaches shore, depositing Cephallix the **mind flayer**, an **owlbear**, and a **mindwitness**.

Adjusting the Scene

Here are some suggestions for adjusting this scene:

- **3 Characters:** Remove the **mindwitness**.
- **4 Characters:** Remove the **owlbear**. Cephallix has 120 HP.
- **5 Characters:** Cephallix has 120 HP.
- **6 Characters:** Add an **owlbear**. Cephallix has 120 HP.
- **7 Characters:** Add two **owlbears**. Cephallix has 120 HP.

Cephallix uses Mind Blast early, not knowing that **the characters are immune to it** (thanks to the psionic transplant). It doesn’t cast *plane shift* since it is in faerzress. When Cephallix dies or the characters are defeated, Huum ends the psionic transplant. Proceed to **Conclusion**.

Assault the Nautiloid (After Bonus Objective B)

The characters have swum to the nautiloid and broken into its hull. Inside, they see a brightly-lit chamber with a steering console. Occupying this chamber are Cephallix the **mind flayer**, a **mindwitness**, and three **owlbears**. Use **Appendix 11: Nautiloid (Map)** for this battle.

There is a **magical turret** on the roof of the chamber. Each round, on initiative 20 (losing ties), the turret fires a beam of psionic energy at a creature that doesn't have full cover from it, making a ranged spell attack with a +8 bonus and dealing 16 (3d10) psychic damage on a hit.

If the characters earned the alliance of the demons during Bonus Objective B, a vrock swoops in and tears a hole in the roof after it fires its first shot, **breaking the magical turret**.

Adjusting the Scene

Here are some suggestions for adjusting this scene:

- **3 Characters:** Remove the **mindwitness**.
- **4 Characters:** Remove an **owlbear**. Cephallix has 120 HP.
- **5 Characters:** Cephallix has 120 HP.
- **6 Characters:** Add an **owlbear**. Cephallix has 120 HP.
- **7 Characters:** Add a **mindwitness**. Cephallix has 120 HP.

Cephallix uses Mind Blast early, not knowing that **the characters are immune to it** (thanks to the psionic transplant). It doesn't cast *plane shift* since it is in faerzress. If the battle is going poorly, Cephallix desperately tries to entice the characters with empty promises to join its cause.

When Cephallix dies or the characters are defeated, Huum ends the psionic transplant. Proceed to **Conclusion**.

Conclusion

When the psionic transplant ends, every character needs to make a DC 13 Charisma saving throw. If a character's transplant ended early due to the death of their monster body, that character automatically fails this saving throw. On a failed save, the character gains a random form of indefinite madness:

d100	Flaw (Lasts Until Cured)
01-15	"Being drunk keeps me sane."
16-25	"I keep whatever I find."
26-30	"I try to become more like someone else I know — adopting their style of dress, mannerisms, and name."
31-35	"I must bend the truth, exaggerate, or outright lie to be interesting to other people."
36-45	"Achieving my goal is the only thing of interest to me, and I'll ignore everything else to pursue it."
46-50	"I find it hard to care about anything that goes on around me."
51-55	"I don't like the way people judge me all the time."
56-70	"I am the smartest, wisest, strongest, fastest, and most beautiful person I know."
71-80	"I am convinced that powerful enemies are hunting me, and their agents are everywhere I go. I am sure they're watching me all the time."
81-85	"There's only one person I can trust. And only I can see this special friend."
86-95	"I can't take anything seriously. The more serious the situation, the funnier I find it."
96-100	"I've discovered that I really like killing people."

- **If the characters failed to kill Cephallix**, the mind flayer successfully gathers its army and the Underdark enters a more dangerous and uncertain time. Cephallix and its colony will surely become a threat to the surface soon. Huum is disappointed in their failure and Ryxyg will reconsider its alliance with Hillsfar.
- **If the characters successfully killed Cephallix**, the brain larvae lose their overseer, causing the Conference of Monsters to immediately fall apart to infighting. The ambitions of Cephallix's ulitharid will have to wait for another day. Huum is satisfied with the characters' performance.

Treasure

If the party is successful, Huum gives them a *moon-touched sword (rapier)* that was forged by the mind flayers of Ryxyg.

Regardless of their success, First Lord Vuhm Yestral pays the characters for their services upon their return to Hillsfar.

Rewards

At the **end of the session**, the characters receive rewards based upon their accomplishments.

Character Rewards

The characters earn the following rewards:

Advancement

Upon successfully **completing** this adventure, each character gains a level. At their discretion, they may choose to decline advancement. Remind your players that the amount of gold that their characters can earn per level is limited; declining advancement means that they may reach a point where they earn no gold.

Gold

Award each character gold for each hour of the session. Adventures typically features cues for this, but you can add it where you see fit. The maximum gold that you can award a character per hour is determined by their tier, as follows:

Tier	Hourly GP Award	GP Limit per Level
1	20 gp	80 gp
2	30 gp	240 gp
3	200 gp	1,600 gp
4	750 gp	6,000 gp

Magic Item(s)

If found during the adventure, the characters can keep the following magic items; these items are described in **Appendix 13**:

- *Goggles of Night*
- *Moon-Touched Sword (Rapier)*
- *Potion of Hill Giant Strength*

Dungeon Master Rewards

For running this adventure, one of your character gains a level. That character receives gold based on their tier prior to advancement:

Tier	GP Earned
1	80 gp
2	240 gp
3	1,600 gp
4	6,000 gp

You may be able to exchange this reward for other benefits. See the *Adventurers League DM Rewards* document for more information.

Dramatis Personae

The following NPCs feature prominently in this adventure.

Cephallix (SEF fal lix). An illithid bioengineer who serves an ulitharid that is trying to establish a new colony in Sporedome. It discovered the process for creating the brain larva that it is now using to assert control over the monsters of the Underdark.

- **What Do They Want?** Cephallix wants to serve the will of its ulitharid master, who seeks to establish a new colony and expand its might over this part of Faerûn. It has called the Conference of Monsters in the hopes of creating an army that can conquer the surface.
- **Lesser Beings Are Easily-Manipulated.** Cephallix sees little threat in non-illithids and considers them minions who are simple to control. That arrogance might be its undoing. It does consider the colony of Ryxyg to be a dangerous threat, since they are mind flayers not subservient to its ulitharid master.

Huum (HUM). An illithid who is a member of the Ryxyg colony under the control of an elder brain. It has worked with adventurers from Hillsfar before, so it is inclined to trust in the capabilities of adventurers. During conversations, Huum constantly tries to read the thoughts of others.

- **What Do They Want?** Huum wants to maintain the peace and stability that Ryxyg currently enjoys, so it wants to prevent Cephallix and its new colony from gathering armies, instigating conflict, and disrupting the status quo. Huum wants to ideally disrupt Cephallix's operations with minimal effort and risk for Ryxyg.
- **Safer Together.** Huum truly believes that its colony is at its safest when it has mutual understandings and relationships with its neighboring societies. Non-illithids are certainly lesser beings, but they can still be valuable allies and assets if handled with care. Their simple desires of safety, wealth, and power are easy for mind flayers to control.

Maggarl Helck (MAG garl HELK). Human captain of the Red Plumes and commander of the Waydown Garrison. He is a corrupt and pompous fool who only received his position due to nepotism. A few years ago, he was caught smuggling untaxed goods into Hillsfar and he survived the scandal due to extensive bribery by his wealthy merchant father.

- **What Do They Want?** Helck's greed and idiocy caused the downfall of the Waydown Garrison. With the kruthiks running rampant, he just wants to survive.
- **Short-Sighted Greed.** Helck cares about nothing more than lining his own pockets and maintaining his carefree lifestyle. At the garrison, he leaves all the actual work to his sergeants while he spends his days drinking and sleeping.

Vuhm Yestral (VOOM YES trull). Human First Lord of Hillsfar. He was formerly the guard commandant of the Red Plumes before becoming First Lord. He came to power thanks to a rebellion that overthrew the previous First Lord in order to end Hillsfar's racist policies toward non-humans.

- **What Do They Want?** As First Lord, Yestral is constantly dealing with crises on different fronts. He has many problems and only so many Red Plumes to spare, so he tries to delegate problems to adventurers whenever possible.
- **Hillsfar On My Mind.** Yestral sees himself as a public servant of Hillsfar, dedicated to maintaining peace and defending trade in the city. He is honorable and generous with those who serve Hillsfar well.

Creature Statistics

Brain Larva (Cranium Rat)

Tiny beast, lawful evil

Armor Class 12

Hit Points 2 (1d4)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
2 (-4)	14 (+2)	10 (+0)	4 (-3)	11 (+0)	8 (-1)

Senses darkvision 30 ft., passive Perception 10

Languages Telepathy 30 ft.

Challenge 0 (10 XP)

Illumination. As a bonus action, the brain larva can shed dim light from its brain in a 5-foot radius or extinguish the light.

Telepathic Shroud. The brain larva is immune to any effect that would sense its emotions or read its thoughts, as well as to all divination spells.

Actions

Bite. *Melee Weapon Attack:* +4 to hit, reach 5 ft., one target. Hit: 1 piercing damage.

Stat Block Modifications

This creature has the following modifications:

- The brain larva has a walk speed of 5 feet.



Guard

Medium humanoid (any race), any alignment

Armor Class 16 (chain shirt, shield)

Hit Points 11 (2d8 + 2)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
13 (+1)	12 (+1)	12 (+1)	10 (+0)	11 (+0)	10 (+0)

Skills Perception +2

Senses passive Perception 12

Languages any one language (usually Common)

Challenge 1/8 (25 XP)

Actions

Spear. *Melee or Ranged Weapon Attack:* +3 to hit, reach 5 ft. or range 20/60 ft., one target. Hit: 4 (1d6 + 1) piercing damage, or 5 (1d8 + 1) piercing damage if used with two hands to make a melee attack.

Guard Dog (Mastiff)

Medium beast, unaligned

Armor Class 12

Hit Points 5 (1d8 + 1)

Speed 40 ft.

STR	DEX	CON	INT	WIS	CHA
13 (+1)	14 (+2)	12 (+1)	3 (-4)	12 (+1)	7 (-2)

Skills Perception +3

Senses passive Perception 13

Languages —

Challenge 1/8 (25 XP)

Keen Hearing and Smell. The mastiff has advantage on Wisdom (Perception) checks that rely on hearing or smell.

Actions

Bite. *Melee Weapon Attack:* +3 to hit, reach 5 ft., one target. Hit: 4 (1d6 + 1) piercing damage. If the target is a creature, it must succeed on a DC 11 Strength saving throw or be knocked prone.

Kruthik, Adult

Medium monstrosity, unaligned

Armor Class 18 (natural armor)

Hit Points 39 (6d8 + 12)

Speed 40 ft., burrow 20 ft., climb 40 ft.

STR	DEX	CON	INT	WIS	CHA
15 (+2)	16 (+3)	15 (+2)	7 (-2)	12 (+1)	8 (-1)

Senses darkvision 60 ft., tremorsense 60 ft., passive Perception 11

Languages Kruthik

Challenge 2 (450 XP)

Keen Smell. The kruthik has advantage on Wisdom (Perception) checks that rely on smell.

Pack Tactics. The kruthik has advantage on an attack roll against a creature if at least one of the kruthik's allies is within 5 feet of the creature and the ally isn't incapacitated.

Tunneler. The kruthik can burrow through solid rock at half its burrowing speed and leaves a 5-foot-diameter tunnel in its wake.

Actions

Multiattack. The kruthik makes two stab attacks or two spike attacks.

Stab. Melee Weapon Attack: +5 to hit, reach 5 ft., one target. Hit: 6 (1d6 + 3) piercing damage.

Spike. Ranged Weapon Attack: +5 to hit, range 20/60 ft., one target. Hit: 5 (1d4 + 3) piercing damage.

Kruthik, Young

Small monstrosity, unaligned

Armor Class 16 (natural armor)

Hit Points 9 (2d6 + 2)

Speed 30 ft., burrow 10 ft., climb 30 ft.

STR	DEX	CON	INT	WIS	CHA
13 (+1)	16 (+3)	13 (+1)	4 (-3)	10 (+0)	6 (-2)

Senses darkvision 30 ft., tremorsense 60 ft., passive Perception 10

Languages Kruthik

Challenge 1/8 (25 XP)

Keen Smell. The kruthik has advantage on Wisdom (Perception) checks that rely on smell.

Pack Tactics. The kruthik has advantage on an attack roll against a creature if at least one of the kruthik's allies is within 5 feet of the creature and the ally isn't incapacitated.

Tunneler. The kruthik can burrow through solid rock at half its burrowing speed and leaves a 2½-foot-diameter tunnel in its wake.

Actions

Stab. Melee Weapon Attack: +5 to hit, reach 5 ft., one target. Hit: 5 (1d4 + 3) piercing damage.

Kruthik Hive Lord

Large monstrosity, unaligned

Armor Class 20 (natural armor)

Hit Points 102 (12d10 + 36)

Speed 40 ft., burrow 20 ft., climb 40 ft.

STR	DEX	CON	INT	WIS	CHA
19 (+4)	16 (+3)	17 (+3)	10 (+0)	14 (+2)	10 (+0)

Senses darkvision 60 ft., tremorsense 60 ft., passive Perception 12

Languages Kruthik

Challenge 5 (1,800 XP)

Keen Smell. The kruthik has advantage on Wisdom (Perception) checks that rely on smell.

Pack Tactics. The kruthik has advantage on an attack roll against a creature if at least one of the kruthik's allies is within 5 feet of the creature and the ally isn't incapacitated.

Tunneler. The kruthik can burrow through solid rock at half its burrowing speed and leaves a 10-foot-diameter tunnel in its wake.

Actions

Multiattack. The kruthik makes two stab attacks or two spike attacks.

Stab. *Melee Weapon Attack:* +7 to hit, reach 10 ft., one target. Hit: 9 (1d10 + 4) piercing damage.

Spike. *Ranged Weapon Attack:* +6 to hit, range 30/120 ft., one target. Hit: 7 (1d6 + 4) piercing damage.

Acid Spray (Recharge 5-6). The kruthik sprays acid in a 15-foot cone. Each creature in that area must make a DC 14 Dexterity saving throw, taking 22 (4d10) acid damage on a failed save, or half as much damage on a successful one.

Mind Flayer

Medium aberration, lawful evil

Armor Class 15 (breastplate)

Hit Points 71 (13d8 + 13)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
11 (+0)	12 (+1)	12 (+1)	19 (+4)	17 (+3)	17 (+3)

Saving Throws Int +7, Wis +6, Cha +6

Skills Arcana +7, Deception +6, Insight +6, Perception +6, Persuasion +6, Stealth +4

Senses darkvision 120 ft., passive Perception 16

Languages Deep Speech, Undercommon, telepathy 120 ft.

Challenge 7 (2,900 XP)

Magic Resistance. The mind flayer has advantage on saving throws against spells and other magical effects.

Innate Spellcasting (Psionics). The mind flayer's innate spellcasting ability is Intelligence (spell save DC 15). It can innately cast the following spells, requiring no components:

At will: *detect thoughts*, *levitate*

1/day each: *dominate monster*, *plane shift* (self only)

Actions

Tentacles. *Melee Weapon Attack:* +7 to hit, reach 5 ft., one creature. Hit: 15 (2d10 + 4) psychic damage. If the target is Medium or smaller, it is grappled (escape DC 15) and must succeed on a DC 15 Intelligence saving throw or be stunned until this grapple ends.

Extract Brain. *Melee Weapon Attack:* +7 to hit, reach 5 ft., one incapacitated humanoid grappled by the mind flayer. Hit: The target takes 55 (10d10) piercing damage. If this damage reduces the target to 0 hit points, the mind flayer kills the target by extracting and devouring its brain.

Mind Blast (Recharge 5-6). The mind flayer magically emits psychic energy in a 60-foot cone. Each creature in that area must succeed on a DC 15 Intelligence saving throw or take 22 (4d8 + 4) psychic damage and be stunned for 1 minute. A creature can repeat the saving throw at the end of each of its turns, ending the effect on itself on a success.

Mindwitness

Large aberration, lawful evil

Armor Class 15 (natural armor)

Hit Points 75 (10d10 + 20)

Speed 0 ft., fly 20 ft. (hover)

STR	DEX	CON	INT	WIS	CHA
10 (+0)	14 (+2)	14 (+2)	15 (+2)	15 (+2)	10 (+0)

Saving Throws Int +5, Wis +5

Skills Perception +8

Condition Immunities prone

Senses darkvision 120 ft., passive Perception 18

Languages Deep Speech, Undercommon, telepathy 120 ft.

Challenge 5 (1,800 XP)

Telepathic Hub. When the mindwitness receives a telepathic message, it can telepathically share that message with up to seven other creatures within 600 feet of it that it can see.

Actions

Multiattack. The mindwitness makes two attacks: one with its tentacles and one with its bite.

Bite. *Melee Weapon Attack:* +5 to hit, reach 5 ft., one creature. Hit: 16 (4d6 + 2) piercing damage.

Tentacles. *Melee Weapon Attack:* +5 to hit, reach 5 ft., one creature. Hit: 20 (4d8 + 2) psychic damage. If the target is Large or smaller, it is grappled (escape DC 13) and must succeed on a DC 13 Intelligence saving throw or be stunned until this grapple ends.

Eye Rays. The mindwitness shoots three of the following magical eye rays at random (reroll duplicates), choosing one to three targets it can see within 120 feet of it:

1. **Aversion Ray.** The targeted creature must make a DC 13 Charisma saving throw. On a failed save, the target has disadvantage on attack rolls for 1 minute. The target can repeat the saving throw at the end of each of its turns, ending the effect on itself on a success.
2. **Fear Ray.** The targeted creature must succeed on a DC 13 Wisdom saving throw or be frightened for 1 minute. The target can repeat the saving throw at the end of each of its turns, ending the effect on itself on a success.
3. **Psychic Ray.** The target must succeed on a DC 13 Intelligence saving throw or take 27 (6d8) psychic damage.
4. **Slowing Ray.** The targeted creature must make a DC 13 Dexterity saving throw. On a failed save, the target's speed is halved for 1 minute. In addition, the creature can't take reactions, and it can take either an action or a bonus action on its turn but not both. The creature can repeat the saving throw at the end of each of its turns, ending the effect on itself on a success.
5. **Stunning Ray.** The targeted creature must succeed on a DC 13 Constitution saving throw or be stunned for 1 minute. The target can repeat the saving throw at the start of each of its turns, ending the effect on itself on a success.
6. **Telekinetic Ray.** If the target is a creature, it must make a DC 13 Strength saving throw. On a failed save, the mindwitness moves it up to 30 feet in any direction, and it is restrained by the ray's telekinetic grip until the start of the mindwitness's next turn or until the mindwitness is incapacitated.

If the target is an object weighing 300 pounds or less that isn't being worn or carried, it is telekinetically moved up to 30 feet in any direction. The mindwitness can also exert fine control on objects with this ray, such as manipulating a simple tool or opening a door or a container.

Owlbear

Large monstrosity, unaligned

Armor Class 13 (natural armor)

Hit Points 59 (7d10 + 21)

Speed 40 ft.

STR	DEX	CON	INT	WIS	CHA
20 (+5)	12 (+1)	17 (+3)	3 (-4)	12 (+1)	7 (-2)

Skills Perception +3

Senses darkvision 60 ft., passive Perception 13

Languages —

Challenge 3 (700 XP)

Keen Sight and Smell. The owlbear has advantage on Wisdom (Perception) checks that rely on sight or smell.

Actions

Multiattack. The owlbear makes two attacks: one with its beak and one with its claws.

Beak. *Melee Weapon Attack:* +7 to hit, reach 5 ft., one creature. *Hit:* 10 (1d10 + 5) piercing damage.

Claws. *Melee Weapon Attack:* +7 to hit, reach 5 ft., one target. *Hit:* 14 (2d8 + 5) slashing damage.

Subjugated Barlgura (Barlgura)

Large fiend (demon), chaotic evil

Armor Class 15 (natural armor)

Hit Points 68 (8d10 + 24)

Speed 40 ft., climb 40 ft.

STR	DEX	CON	INT	WIS	CHA
18 (+4)	15 (+2)	16 (+3)	7 (-2)	14 (+2)	9 (-1)

Saving Throws Dex +5, Con +6

Skills Perception +5, Stealth +5

Damage Resistances cold, fire, lightning

Damage Immunities poison

Condition Immunities poisoned

Senses blindsight 30 ft., darkvision 120 ft., passive Perception 15

Languages Abyssal, telepathy 120 ft.

Challenge 5 (1,800 XP)

Innate Spellcasting. The barlgura's spellcasting ability is Wisdom (spell save DC 13). The barlgura can innately cast the following spells, requiring no material components:

1/day each: *entangle*, *phantasmal force*

2/day each: *disguise self*, *invisibility* (self only)

Reckless. At the start of its turn, the barlgura can gain advantage on all melee weapon attack rolls it makes during that turn, but attack rolls against it have advantage until the start of its next turn.

Running Leap. The barlgura's long jump is up to 40 feet and its high jump is up to 20 feet when it has a running start.

Actions

Multiattack. The barlgura makes three attacks: one with its bite and two with its fists.

Bite. *Melee Weapon Attack:* +7 to hit, reach 5 ft., one target. *Hit:* 11 (2d6 + 4) piercing damage.

Fist. *Melee Weapon Attack:* +7 to hit, reach 5 ft., one target. *Hit:* 9 (1d10 + 4) bludgeoning damage.

Subjugated Kuo-Toa (Kuo-Toa Monitor)

Medium humanoid, neutral evil

Armor Class 13 (natural armor)

Hit Points 65 (10d8 + 20)

Speed 30 ft., climb 30 ft.

STR	DEX	CON	INT	WIS	CHA
14 (+2)	10 (+0)	14 (+2)	12 (+1)	14 (+2)	11 (+0)

Skills Perception +6, Religion +4

Senses darkvision 120 ft., passive Perception 16

Languages Undercommon

Challenge 3 (700 XP)

Amphibious. The kuo-toa can breathe air and water.

Otherworldly Perception. The kuo-toa can sense the presence of any creature within 30 feet of it that is invisible or on the Ethereal Plane. It can pinpoint such a creature that is moving.

Slippery. The kuo-toa has advantage on ability checks and saving throws made to escape a grapple.

Sunlight Sensitivity. While in sunlight, the kuo-toa has disadvantage on attack rolls, as well as on Wisdom (Perception) checks that rely on sight.

Actions

Multiattack. The kuo-toa makes one bite attack and two unarmed strikes.

Bite. *Melee Weapon Attack:* +6 to hit, reach 5 ft., one target. Hit: 4 (1d4 + 2) piercing damage.

Unarmed Strike. *Melee Weapon Attack:* +6 to hit, reach 5 ft., one target. Hit: 5 (1d6 + 2) bludgeoning damage plus 3 (1d6) lightning damage, and the target can't take reactions until the end of the kuo-toa's next turn.

Subjugated Rot Troll (Rot Troll)

Large giant, chaotic evil

Armor Class 16 (natural armor)

Hit Points 138 (12d10 + 72)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
18 (+4)	13 (+1)	22 (+6)	5 (-3)	8 (-1)	4 (-3)

Skills Perception +3

Damage Immunities necrotic

Senses darkvision 60 ft., passive Perception 13

Languages Giant

Challenge 9 (5,000 XP)

Rancid Degeneration. At the end of each of the troll's turns, each creature within 5 feet of it takes 11 (2d10) necrotic damage, unless the troll has taken acid or fire damage since the end of its last turn.

Actions

Multiattack. The troll makes three attacks: one with its bite and two with its claws.

Bite. *Melee Weapon Attack:* +8 to hit, reach 5 ft., one target. Hit: 7 (1d6 + 4) piercing damage plus 16 (3d10) necrotic damage.

Claws. *Melee Weapon Attack:* +8 to hit, reach 5 ft., one target. Hit: 11 (2d6 + 4) slashing damage plus 5 (1d10) necrotic damage.

Subjugated Troll (Two-Headed Troll)

Large giant, chaotic evil

Armor Class 15 (natural armor)

Hit Points 84 (8d10 + 40)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
18 (+4)	13 (+1)	20 (+5)	7 (-2)	9 (-1)	7 (-2)

Skills Perception +2

Senses darkvision 60 ft., passive Perception 12

Languages Giant

Challenge 5 (1,800 XP)

Keen Smell. The troll has advantage on Wisdom (Perception) checks that rely on smell.

Regeneration. The troll regains 10 hit points at the start of its turn. If the troll takes acid or fire damage, this trait doesn't function at the start of the troll's next turn. The troll dies only if it starts its turn with 0 hit points and doesn't regenerate.

Actions

Multiattack. The troll makes three attacks: one with its bite and two with its claws. It can then make a second bite attack as a bonus action.

Bite. *Melee Weapon Attack:* +7 to hit, reach 5 ft., one target. Hit: 7 (1d6 + 4) piercing damage.

Claws. *Melee Weapon Attack:* +7 to hit, reach 5 ft., one target. Hit: 11 (2d6 + 4) slashing damage.

Subjugated UMBER Hulk (UMBER Hulk)

Large monstrosity, chaotic evil

Armor Class 18 (natural armor)

Hit Points 93 (11d10 + 33)

Speed 30 ft., burrow 20 ft.

STR	DEX	CON	INT	WIS	CHA
20 (+5)	13 (+1)	16 (+3)	9 (-1)	10 (+0)	10 (+0)

Senses darkvision 120 ft., tremorsense 60 ft., passive Perception 10

Languages UMBER Hulk

Challenge 5 (1,800 XP)

Confusing Gaze. When a creature starts its turn within 30 feet of the umber hulk and is able to see the umber hulk's eyes, the umber hulk can magically force it to make a DC 15 Charisma saving throw, unless the umber hulk is incapacitated.

On a failed saving throw, the creature can't take reactions until the start of its next turn and rolls a d8 to determine what it does during that turn. On a 1 to 4, the creature does nothing. On a 5 or 6, the creature takes no action but uses all its movement to move in a random direction. On a 7 or 8, the creature makes one melee attack against a random creature, or it does nothing if no creature is within reach.

Unless surprised, a creature can avert its eyes to avoid the saving throw at the start of its turn. If the creature does so, it can't see the umber hulk until the start of its next turn, when it can avert its eyes again. If the creature looks at the umber hulk in the meantime, it must immediately make the save.

Tunneler. The umber hulk can burrow through solid rock at half its burrowing speed and leaves a 5 foot-wide, 8-foot-high tunnel in its wake.

Actions

Multiattack. The umber hulk makes three attacks: two with its claws and one with its mandibles.

Claw. *Melee Weapon Attack:* +8 to hit, reach 5 ft., one target. Hit: 9 (1d8 + 5) slashing damage.

Mandibles. *Melee Weapon Attack:* +8 to hit, reach 5 ft., one target. Hit: 14 (2d8 + 5) slashing damage.

Appendix 1: It's Danger All the Waydown (Bonus Objective A)

Estimated Duration: 60 minutes

The characters have arrived at the Waydown Garrison. Refer to **Appendix 10: The Waydown Garrison (Map)** to see the layout of this area. See **Part 1** to learn what happened here.

Bonus Objective A

Bonus Objective A is to find out what happened to the garrison and secure it from the kruthik invaders.

Area Information

This area has the following features.

Ceiling. Ceilings are 10 feet high in the hallways and 15 feet high inside rooms.

Lighting. Since there are no windows, the garrison is normally lit by oil lamps along the walls. However, due to the kruthik takeover, nobody has been able to relight the lamps, leaving many rooms completely dark.

Smells and Sounds. The garrison is filled with smells of blood and decay due to the slaughter that occurred here, as well as the occasional sounds of chittering, grinding, and scratching.

1. Outside

The garrison is a solid stone building with two entrances: the front gate, and the doors to the stables. Two guard rooms covered in arrow slits protrude from the front of the building. If a character looks through an arrow slit, they see **5. Guard Rooms**.

The front gate is blocked by a closed portcullis which can be opened using the winch in **4. Feast Hall**. It can also be forcibly lifted with a DC 20 Strength (Athletics) check. Beyond the portcullis is a pair of wooden doors barred shut from the inside. It takes a DC 20 Strength (Athletics) check to force open the doors.

The stable doors are slightly ajar and lead to **2. Stables and Kennel**. Anyone coming near the doors can hear chittering and grinding noises from the kruthiks that are feasting there.

2. Stables and Kennel

This room is filled with smells of hay, dung, blood, and decay. The doors to **3. Hallways** are ajar.

Three horses lie dead in the stalls, all skewered to death by spikes. An **adult kruthik** and two **young kruthik** feed upon the horses, grinding flesh and bones with their gruesome mandibles. One horse has already been devoured; the few remnants of its flesh and bones are lying in a bloody heap. Each adult kruthik has a **brain larva** infesting it.

Adjusting the Scene

Here are some suggestions for adjusting this scene:

- **Very Weak:** Remove the **adult kruthik**.
- **Weak:** Replace the **adult kruthik** with three **young kruthiks**.
- **Strong:** Add an **adult kruthik**.
- **Very Strong:** Add an **adult kruthik** and three **young kruthiks**.

Four cages line the northern wall, and inside the cages are three snarling **guard dogs**. A teenage stable boy named **Tod** hides behind a dog in one of the cages. Each cage can be unlocked using Tod's key or with a DC 10 Dexterity check using thieves' tools. If released, the dogs immediately attack the kruthiks.

What Do They Want? While the kruthiks are here, Tod is too scared to move or act. He wants them gone so he can escape with his dogs.

What Do They Know? Tod was sleeping in a hay pile last night when he heard screaming coming from the room to the north. When he opened the door to the hallway, he saw several kruthiks coming toward the stables, so he locked himself in a cage and hid behind a dog. The kruthiks initially tried to attack the dogs, but the cages kept them from harming each other, so the kruthiks decided to ignore them and just kill and devour the horses instead.

3. Hallways

Lying on the floor of this long hallway are the bodies of a guard patrol: five Red Plumes and a guard dog. Their bodies are partially-eaten, and a few kruthiks lie dead near them.

4. Feast Hall

This large central room has the red banners of Hillsfar hanging from its walls. Long dining tables, some broken in half, are scattered haphazardly around the room. Only the northern doors are open, while the southern doors are barred shut. Next to the southern doors is a winch that opens the portcullis at the front gate.

There is a large hole in the floor at the center of the room which connects to a long curvy tunnel leading to the Underdark below. The kruthiks initially tunneled into the garrison here. Three Red Plumes, almost completely devoured, lie dead near the northern doors.

5. Guard Rooms

These guard rooms feature arrow slits that look outside and at the front gate. In each room are weapon racks, barrels of crossbow bolts, and a table with cards and dice on it. The eastern room is otherwise empty. The western room has the body of a dead Red Plume lying by the table. She was stabbed through the stomach by a kruthik.

6. Bunk Room

There are nine bunk beds evenly-spaced around this room. Each bed has two small trunks underneath it, most of which are filled with spare Red Plume uniforms or odd trinkets and knickknacks. There are two Red Plume bodies here along with six dead kruthiks, some of which had their heads explode. Characters might notice dead brain larvae around the exploded heads.

Any character who saw the psionic vision from the *goggles of night* recognizes this room. The mind flayer they were watching through was standing by the bunk near the door. Lying next to that spot is a dead kruthik with a missing brain and drill marks on its skull.



7. Waydown Chamber

This room has the sinkhole that leads down to the Underdark. It is very secure, with solid iron doors that require a DC 25 Dexterity check using thieves' tools or a DC 25 Strength (Athletics) check to open.

There is a ring of dead kruthiks around the door whose heads have all exploded due to a psionic barrier that Huum erected. **Any creature that comes within 2 feet of the door or starts its turn in that area must make a DC 12 Intelligence saving throw, taking 7 (2d6) psychic damage on a failed save, or half as much on a successful one.**

Huum the mind flayer is on the other side of the door, working on an experiment. If the characters make their presence known to Huum, such as by shouting or triggering the barrier, Huum telepathically contacts them, telling them that it is busy at the moment, so they should make themselves useful and clean up the kruthiks in the garrison before returning to its chamber.

Mission Accomplished

Once all of the kruthiks in **Areas 2** and **9** are defeated and the characters are done exploring the garrison, Huum sends a telepathic message telling them to come to its chamber. Huum opens the doors and disables the psionic barrier. Proceed to **Part 1**.

8. Barricaded Bunk Room

During the kruthik attack, some surviving Red Plumes ran into this room and barricaded the door with bunk beds. Five scared Red Plume **guards** hide in this room, protecting two other Red Plume **guards** who are badly wounded.

The door is very heavily barricaded and is extremely difficult to force open. It takes 5 minutes for the Red Plumes to lift the barricade from the inside. The characters can shout through the door to talk with the Red Plumes inside, but any loud conversation is likely to draw the attention of the kruthiks in **9. Kitchen**.

What Do They Want? The Red Plumes are extremely scared of the kruthiks. The characters can convince them to open the barricade with a DC 11 Charisma (Persuasion) check, with advantage if they defeated the kruthiks in **9. Kitchen**. The Red Plumes are also eager to let them in if the characters can provide healing to their injured comrades. The characters can heal a wounded Red Plume with 3 points of magical healing. Lacking that, they can stabilize the wounds and prevent them from getting worse with a DC 13 Wisdom (Medicine) check.

Once their comrades are healed, the Red Plumes are willing to assist the characters, such as by securing an area or helping in combat.

What Do They Know? Three days before the attack, a mind flayer from Ryxyg levitated up the sinkhole and spoke with the captain. The Red Plumes were nervous, but they knew that Hillsfar had an alliance with Ryxyg. After talking with the illithid, Captain Helck allowed it to stay in **7. Waydown Chamber** and forbade any soldiers from entering. They don't know if the illithid has any connection with the attackers.

One of the injured Red Plumes was part of the guard patrol that first discovered the kruthiks in **4. Feast Hall**. They tunneled in through the floor from the Underdark. Some of the patrol stayed behind to fight while two ran to the bunk rooms to wake up the sleeping Red Plumes. There were just so many kruthiks that it overwhelmed them, forcing them to retreat and barricade the bunk room. Captain Maggarl Helck was nowhere to be seen during all this. They believe he might still be in **10. Captain's Quarters**.

9. Kitchen

This kitchen has kegs of beer stacked up on the south side of the room. Two cooks lie dead here, while a swarm of eight **young kruthiks** are devouring the cooks and the meat that was stored in the pantries here.

Adjusting the Scene

Here are some suggestions for adjusting this scene:

- **Very Weak:** Remove five **young kruthiks**.
- **Weak:** Remove two **young kruthiks**.
- **Strong:** Add two **young kruthiks**.
- **Very Strong:** Add an **adult kruthik**.

10. Captain's Quarters

The door to the captain's quarters are locked. It takes a DC 13 Dexterity check using thieves' tools to unlock the door or a DC 13 Strength (Athletics) check to break it open. Helck doesn't respond to anyone shouting outside.

Inside is an opulent chamber. **Captain Maggarl Helck** lies huddled under blankets on his bed, sobbing uncontrollably. It takes very little prompting for him to confess that he didn't believe there was a threat to Hillsfar, so when Huum arrived at the garrison, he didn't send a message to the First Lord as the mind flayer directed since he hoped to bilk the mind flayer for more bribes.

The characters can decide what to do with Captain Helck:

- They can let him go.
- They can give him to the surviving Red Plumes, who promise to keep him locked up until they can turn him over to the First Lord's justice.
- They can give him to Huum, who doesn't care much about Helck either way, but is happy to devour Helck's brain if given the chance.
- They can kill him, and everybody would assume that the kruthiks got him.

Treasure

There is a bag of gems on Helck's desk that was given by Huum as a bribe. Next to the bag is a *potion of hill giant strength*. Helck is too distracted to notice any theft.

Appendix 2: Even Monsters Need Friends (Bonus Objective B)

Estimated Duration: 60 minutes

The characters have a chance to approach the four monster groups and convince them to turn against Cephallix.

Bonus Objective B

Bonus Objective B is to try to convince all four groups of monsters to refuse Cephallix's offer and turn against the mind flayer.

Diplomacy Time

The characters can see the four different monster groups that are camped around Lake Sporedome: the **trolls**, the **umber hulks**, the **demons**, and the **kuo-toa**.

Huum tells them that they have a chance to talk to the four groups and convince them to turn against Cephallix. Huum wryly points out that if anything unites the denizens of the Underdark, it would be hatred of mind flayers.

Huum tells them that based on its observations, brain larvae seem to increase cognitive ability and reduce initial aggressiveness in their hosts. Hence, it should be possible to **talk to these groups and try to sway them diplomatically**. Alternatively, the host can reassert its own will if given a **sufficient psychological shock related to its innate hatreds or fears**.

Huum warns very strongly not to act hostile toward or attempt to fight any of these groups. The characters are vastly outnumbered here; even if one group rejects their overtures, they would be much better off just accepting the loss and moving on to another group.

Knowledge Is Power

Huum tells the characters that they have some time to research and study the different groups to learn the best methods of approach.

Have each character choose one of the four groups to study. Allow each player to describe how their character tries to learn more about the different groups. For example, one character might learn more about the trolls by entering the troll camp and making small talk with them, another character might learn more about the kuo-toa by hiding outside of their camp and studying them obliquely, and another one might just refer back to the knowledge that they already have about demons from prior studies.

Then, have each character **make a DC 10 ability check using an appropriate skill** (such as Charisma (Persuasion) if they are talking to trolls). Feel free to grant advantage if they have a special ability that applies, or if they are studying a group that is a similar species to their monster body, or if they have an especially good plan to help with the research.

Appendix 12: Monster Information (Player Handout) replicates the information on the following page describing the four groups. **Cut out all of the blocks of information on the handout ahead of time** so you can present them separately to the players. For each group they attempt to research, share with the players the "Description" and "Leader" of that group.

Then, for each successful check looking into one of the groups, share an **Important Fact** about that group from the handout. These facts provide good avenues of approach for the characters when it comes to persuading those monsters to turn against Cephallix or mentally shocking them out of the brain larvae's control.

Action Is Key

Now that the research phase is over, the characters need to approach each group of monsters and try to convince them to turn against Cephallix. Let the characters pick what order they want to approach the groups. This section is freeform, so encourage creativity.

For each group that they approach, improvise and roleplay out a short scene using the information below. Call for a few ability checks as needed, usually at DC 10 if the characters are making efforts that are in line with the **Important Facts** of the group. Be liberal with granting advantage and inspiration for good roleplay and clever ideas. Be aware of any language barriers that may make the characters' lives more difficult, but be generous with allowing them to cross language barriers through clever means.

Even if the characters fail to persuade or shock a group out of their stupor, they can usually leave that camp and head for another group without issue. However, if the characters fatally offend one of the groups, any character at that location gets a horrific beating by the group members as they are violently kicked out of camp, taking 20 damage in the process.

Band of Demons

- **Description:** These demons are the remnants of Graz'zt's brood left behind after Graz'zt was banished back to the Abyss. Most of them are barlguras, succubae, and incubi, but there are some vrocks, chasme, and hezrou too.
- **Leader:** A slender, well-dressed cambion named Morbyal has several of the other demons wrapped around his finger.
- **Languages:** Abyssal, Common, Infernal
- **Important Fact #1:** Being demons, they hate taking orders from others, especially weaklings. They associate hierarchy with devils who are their bitter enemies. They hate to be compared to or mistaken for devils.
- **Important Fact #2:** These demons are the spawn of Graz'zt, the Dark Prince of Pleasure. They prefer to chase personal pleasure and indulgence above all else. If given a choice, they do what seems the most fun.

Congregation of Kuo-Toa

- **Description:** These kuo-toa are resting around a small hut that they built on the edge of Lake Sporedome.
- **Leaders:** Two kuo-toa archpriests who are debating whether or not Cephallix is a god.
- **Languages:** Undercommon (has *tongues*)
- **Important Fact #1:** Kuo-toa worship gods of their own insane creation. They can be made to worship a new god when presented with impressive artwork of the god and remarkable stories about them.
- **Important Fact #2:** The kuo-toa seem to notice and loathe the dense mass of brain larvae that are currently polluting Lake Sporedome. Perhaps they might turn against the one responsible for that pollution.

Tribe of Trolls

- **Description:** A tribe of filthy, stinking trolls have dug a burrow out of a mushroom grove.
- **Leader:** A huge two-headed, four-armed troll chieftain. Both heads argue with each other.
- **Languages:** Giant
- **Important Fact #1:** These trolls are extremely greedy and see gold and treasure as symbols of status. They keep speculating on whether Cephallix intends to pay them and whether there is treasure on the nautiloid.
- **Important Fact #2:** The trolls absolutely despise the demons, especially the ones who like to play with fire. They hate fire.

Nest of Umber Hulks

- **Description:** Two dozen umber hulks have created a warren by digging a network of shallow tunnels in the hill here.
- **Leader:** The matriarch is the largest and smartest umber hulk in the brood.
- **Languages:** Umber Hulk
- **Important Fact #1:** The umber hulks seem to act uneasy whenever they go out into the large Sporedome cavern. Perhaps they are uncomfortable with open spaces.
- **Important Fact #2:** Illithids have performed many brutal experiments on umber hulks in the past. They might not take kindly to Cephallix if they realize the illithid plot.

Unified Front

After the characters have talked to each of the monster groups, the time has come to deal with Cephallix. The nautiloid is heavily-guarded, so they will need to brave terrible danger to reach the illithid. Hopefully, they made alliances with the monster groups who can help them get through the danger unscathed. If they managed to shock any monster groups out of Cephallix's control, those groups instinctively join the assault as well out of spite for the mind flayer.

Step 1. Reach the Nautiloid

- The illithid ship is floating in the middle of Lake Sporedome. The characters who can't fly need to swim across.
- **Danger:** Lake Sporedome is swarming with brain larvae who try to bite anyone swimming toward the nautiloid. Any creature swimming through must make a DC 15 Constitution saving throw, taking 17 (5d6) piercing damage on a failed save, or half as much on a successful one.
- **Bypass:** If the characters earned the alliance of the **kuo-toa**, the congregation will jump into the lake ahead of the characters and skewer any brain larva they see, protecting the characters from being swarmed by the parasites.

Step 2. Automatic Defense Missiles

- The nautiloid has magical defenses to protect against invaders.
- **Danger:** When the characters get within 60 feet of the nautiloid, it fires a barrage of magical missiles at them. Each character must make a DC 15 Dexterity saving throw, taking 13 (3d8) force damage on a failed save, or half as much on a successful one.
- **Bypass:** If the characters earned the alliance of the **trolls**, that tribe will swim up close to the nautiloid first and draw the aim of the automatic missiles, saving the characters from being targeted. The trolls can regenerate through the barrage just fine.

Step 3. Break Through the Walls

- Once the characters climb on board the nautiloid, they find that the doors of the ship are sealed shut and metal walls separate them from the interior of the ship.
- **Danger:** The characters can smash their way through a wall, but that would trigger the magical ward. The wall has 50 HP. Each time a creature damages the wall, a bolt of lightning shoots out at them with a +8 attack bonus. It deals 10 (4d4) lightning damage on a hit.
- **Bypass:** If the characters earned the alliance of the **umber hulks**, a brood of umber hulks follow them aboard the nautiloid. The umber hulks use their extraordinary digging prowess to break a hole in the side of the ship without difficulty.

Step 4. Profit

Proceed to **Part 2, Assault the Nautiloid.**



Appendix 3: Barlgura Body (Handout)

Barlgura

Large fiend (demon), chaotic evil

Armor Class 15 (natural armor)

Hit Points 68 (8d10 + 24)

Speed 40 ft., climb 40 ft.

STR	DEX	CON	INT	WIS	CHA
18 (+4)	15 (+2)	16 (+3)	7 (-2)	14 (+2)	9 (-1)

Saving Throws Dex +5, Con +6

Skills Perception +5, Stealth +5

Damage Resistances cold, fire, lightning

Damage Immunities poison

Condition Immunities poisoned

Senses blindsight 30 ft., darkvision 120 ft.,
passive Perception 15

Languages Abyssal, telepathy 120 ft.

Challenge 5 (1,800 XP)



Innate Spellcasting. The barlgura's spellcasting ability is Wisdom (spell save DC 13). The barlgura can innately cast the following spells, requiring no material components:

1/day each: *entangle*, *phantasmal force*

2/day each: *disguise self*, *invisibility* (self only)

Reckless. At the start of its turn, the barlgura can gain advantage on all melee weapon attack rolls it makes during that turn, but attack rolls against it have advantage until the start of its next turn.

Running Leap. The barlgura's long jump is up to 40 feet and its high jump is up to 20 feet when it has a running start.

Actions

Multiattack. The barlgura makes three attacks: one with its bite and two with its fists.

Bite. *Melee Weapon Attack:* +7 to hit, reach 5 ft., one target. *Hit:* 11 (2d6 + 4) piercing damage.

Fist. *Melee Weapon Attack:* +7 to hit, reach 5 ft., one target. *Hit:* 9 (1d10 + 4) bludgeoning damage.

Psionic Transplant Rules

- The psionic transplant will last three full days or until Huum releases the connection. During that time, your mind controls this monster's body instead of your normal body.
- While controlling the monster body, you still speak and understand your own languages in addition to those of the monster.
- You can make Deception, Intimidation, Persuasion, and all Intelligence checks using your normal statistics instead of the monster's. **Use the monster's stats for everything else.**
- If the monster body dies, your mind returns to your body safely.

Appendix 4: Drider Body (Handout)

Drider

Large monstrosity, chaotic evil

Armor Class 19 (natural armor)

Hit Points 123 (13d10 + 52)

Speed 30 ft., climb 30 ft.

STR	DEX	CON	INT	WIS	CHA
16 (+3)	16 (+3)	18 (+4)	13 (+1)	14 (+2)	12 (+1)

Skills Perception +5, Stealth +9

Senses darkvision 120 ft., passive Perception 15

Languages Elvish, Undercommon

Challenge 6 (2,300 XP)

Fey Ancestry. The drider has advantage on saving throws against being charmed, and magic can't put the drider to sleep.

Innate Spellcasting. The drider's innate spellcasting ability is Wisdom (spell save DC 13). The drider can innately cast the following spells, requiring no material components:

At will: *dancing lights*

1/day each: *darkness*, *faerie fire*

Spider Climb. The drider can climb difficult surfaces, including upside down on ceilings, without needing to make an ability check.

Sunlight Sensitivity. While in sunlight, the drider has disadvantage on attack rolls, as well as on Wisdom (Perception) checks that rely on sight.

Web Walker. The drider ignores movement restrictions caused by webbing.

Actions

Multiattack. The drider makes three attacks, either with its longsword or its longbow. It can replace one of those attacks with a bite attack.

Bite. *Melee Weapon Attack:* +6 to hit, reach 5 ft., one creature. Hit: 2 (1d4) piercing damage plus 9 (2d8) poison damage.

Longsword. *Melee Weapon Attack:* +6 to hit, reach 5 ft., one target. Hit: 7 (1d8 + 3) slashing damage, or 8 (1d10 + 3) slashing damage if used with two hands.

Longbow. *Ranged Weapon Attack:* +6 to hit, range 150/600 ft., one target. Hit: 7 (1d8 + 3) piercing damage plus 4 (1d8) poison damage.

Psionic Transplant Rules

- The psionic transplant will last three full days or until Huum releases the connection. During that time, your mind controls this monster's body instead of your normal body.
- While controlling the monster body, you still speak and understand your own languages in addition to those of the monster.
- You can make Deception, Intimidation, Persuasion, and all Intelligence checks using your normal statistics instead of the monster's. **Use the monster's stats for everything else.**
- If the monster body dies, your mind returns to your body safely.



Appendix 5: Kruthik Hive Lord Body (Handout)

Kruthik Hive Lord

Large monstrosity, unaligned

Armor Class 20 (natural armor)

Hit Points 102 (12d10 + 36)

Speed 40 ft., burrow 20 ft., climb 40 ft.

STR	DEX	CON	INT	WIS	CHA
19 (+4)	16 (+3)	17 (+3)	10 (+0)	14 (+2)	10 (+0)

Senses darkvision 60 ft., tremorsense 60 ft., passive Perception 12

Languages Kruthik

Challenge 5 (1,800 XP)

Keen Smell. The kruthik has advantage on Wisdom (Perception) checks that rely on smell.

Pack Tactics. The kruthik has advantage on an attack roll against a creature if at least one of the kruthik's allies is within 5 feet of the creature and the ally isn't incapacitated.

Tunneler. The kruthik can burrow through solid rock at half its burrowing speed and leaves a 10-foot-diameter tunnel in its wake.

Actions

Multiattack. The kruthik makes two stab attacks or two spike attacks.

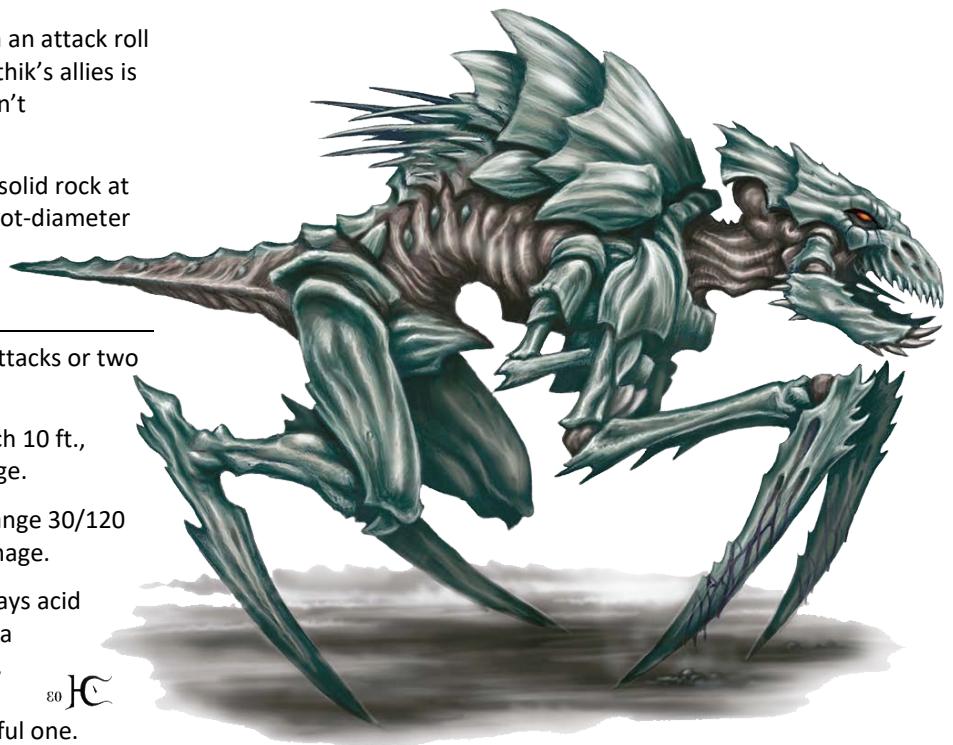
Stab. Melee Weapon Attack: +7 to hit, reach 10 ft., one target. Hit: 9 (1d10 + 4) piercing damage.

Spike. Ranged Weapon Attack: +6 to hit, range 30/120 ft., one target. Hit: 7 (1d6 + 4) piercing damage.

Acid Spray (Recharge 5-6). The kruthik sprays acid in a 15-foot cone. Each creature in that area must make a DC 14 Dexterity saving throw, taking 22 (4d10) acid damage on a failed save, or half as much damage on a successful one.

Psionic Transplant Rules

- The psionic transplant will last three full days or until Huum releases the connection. During that time, your mind controls this monster's body instead of your normal body.
- While controlling the monster body, you still speak and understand your own languages in addition to those of the monster.
- You can make Deception, Intimidation, Persuasion, and all Intelligence checks using your normal statistics instead of the monster's. **Use the monster's stats for everything else.**
- If the monster body dies, your mind returns to your body safely.



Appendix 6: Mezzoloth Body (Handout)

Mezzoloth

Medium fiend (yugoloth), neutral evil

Armor Class 18 (natural armor)

Hit Points 75 (10d8 + 30)

Speed 40 ft.

STR	DEX	CON	INT	WIS	CHA
18 (+4)	11 (+0)	16 (+3)	7 (-2)	10 (+0)	11 (+0)

Skills Perception +3

Damage Resistances cold, fire, lightning; bludgeoning, piercing, and slashing from nonmagical attacks

Damage Immunities acid, poison

Condition Immunities poisoned

Senses blindsight 60 ft., darkvision 60 ft., passive Perception 13

Languages Abyssal, Infernal, telepathy 60 ft.

Challenge 5 (1,800 XP)

Innate Spellcasting. The mezzoloth's innate spellcasting ability is Charisma (spell save DC 11). The mezzoloth can innately cast the following spells, requiring no material components:

2/day each: *darkness*, *dispel magic*

1/day: *cloudkill*

Magic Resistance. The mezzoloth has advantage on saving throws against spells and other magical effects.

Magic Weapons. The mezzoloth's weapon attacks are magical.

Actions

Multiattack. The mezzoloth makes two attacks: one with its claws and one with its trident.

Claws. *Melee Weapon Attack:* +7 to hit, reach 5 ft., one target. Hit: 9 (2d4 + 4) slashing damage.

Trident. *Melee or Ranged Weapon Attack:* +7 to hit, reach 5 ft. or range 20/60 ft., one target. Hit: 7 (1d6 + 4) piercing damage, or 8 (1d8 + 4) piercing damage when held with two claws and used to make a melee attack.

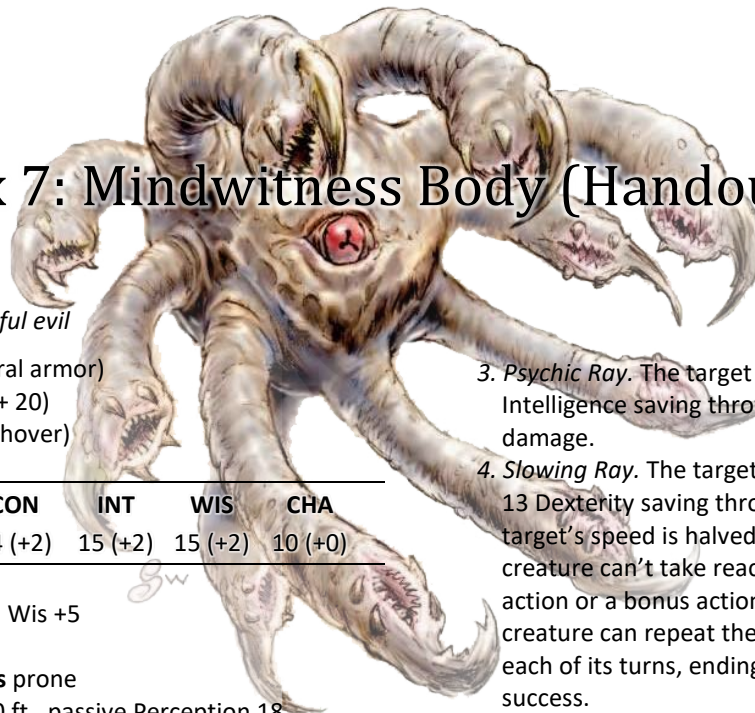
Teleport. The mezzoloth magically teleports, along with any equipment it is wearing or carrying, up to 60 feet to an unoccupied space it can see.



Psionic Transplant Rules

- The psionic transplant will last three full days or until Huum releases the connection. During that time, your mind controls this monster's body instead of your normal body.
- While controlling the monster body, you still speak and understand your own languages in addition to those of the monster.
- You can make Deception, Intimidation, Persuasion, and all Intelligence checks using your normal statistics instead of the monster's. **Use the monster's stats for everything else.**
- If the monster body dies, your mind returns to your body safely.

Appendix 7: Mindwitness Body (Handout)



Mindwitness

Large aberration, lawful evil

Armor Class 15 (natural armor)

Hit Points 75 (10d10 + 20)

Speed 0 ft., fly 20 ft. (hover)

STR	DEX	CON	INT	WIS	CHA
10 (+0)	14 (+2)	14 (+2)	15 (+2)	15 (+2)	10 (+0)

Saving Throws Int +5, Wis +5

Skills Perception +8

Condition Immunities prone

Senses darkvision 120 ft., passive Perception 18

Languages Deep Speech, Undercommon, telepathy 120 ft.

Challenge 5 (1,800 XP)

Telepathic Hub. When the mindwitness receives a telepathic message, it can telepathically share that message with up to seven other creatures within 600 feet of it that it can see.

Actions

Multiattack. The mindwitness makes two attacks: one with its tentacles and one with its bite.

Bite. *Melee Weapon Attack:* +5 to hit, reach 5 ft., one creature. Hit: 16 (4d6 + 2) piercing damage.

Tentacles. *Melee Weapon Attack:* +5 to hit, reach 5 ft., one creature. Hit: 20 (4d8 + 2) psychic damage. If the target is Large or smaller, it is grappled (escape DC 13) and must succeed on a DC 13 Intelligence saving throw or be stunned until this grapple ends.

Eye Rays. The mindwitness shoots three of the following magical eye rays at random (reroll duplicates), choosing one to three targets it can see within 120 feet of it:

1. **Aversion Ray.** The targeted creature must make a DC 13 Charisma saving throw. On a failed save, the target has disadvantage on attack rolls for 1 minute. The target can repeat the saving throw at the end of each of its turns, ending the effect on itself on a success.
2. **Fear Ray.** The targeted creature must succeed on a DC 13 Wisdom saving throw or be frightened for 1 minute. The target can repeat the saving throw at the end of each of its turns, ending the effect on itself on a success.

3. **Psychic Ray.** The target must succeed on a DC 13 Intelligence saving throw or take 27 (6d8) psychic damage.

4. **Slowing Ray.** The targeted creature must make a DC 13 Dexterity saving throw. On a failed save, the target's speed is halved for 1 minute. In addition, the creature can't take reactions, and it can take either an action or a bonus action on its turn but not both. The creature can repeat the saving throw at the end of each of its turns, ending the effect on itself on a success.

5. **Stunning Ray.** The targeted creature must succeed on a DC 13 Constitution saving throw or be stunned for 1 minute. The target can repeat the saving throw at the start of each of its turns, ending the effect on itself on a success.

6. **Telekinetic Ray.** If the target is a creature, it must make a DC 13 Strength saving throw. On a failed save, the mindwitness moves it up to 30 feet in any direction, and it is restrained by the ray's telekinetic grip until the start of the mindwitness's next turn or until the mindwitness is incapacitated.

If the target is an object weighing 300 pounds or less that isn't being worn or carried, it is telekinetically moved up to 30 feet in any direction. The mindwitness can also exert fine control on objects with this ray, such as manipulating a simple tool or opening a door or a container.

Psionic Transplant Rules

- The psionic transplant will last three full days or until Huum releases the connection. During that time, your mind controls this monster's body instead of your normal body.
- While controlling the monster body, you still speak and understand your own languages in addition to those of the monster.
- You can make Deception, Intimidation, Persuasion, and all Intelligence checks using your normal statistics instead of the monster's. **Use the monster's stats for everything else.**
- If the monster body dies, your mind returns to your body safely.

Appendix 8: Star Spawn Mangler Body (Handout)

Star Spawn Mangler

Medium aberration, chaotic evil

Armor Class 14

Hit Points 71 (13d8 + 13)

Speed 40 ft., climb 40 ft.

STR	DEX	CON	INT	WIS	CHA
8 (-1)	18 (+4)	12 (+1)	11 (+0)	12 (+1)	7 (-2)

Saving Throws Dex +7, Con +4

Skills Stealth +7

Damage Resistances cold

Damage Immunities psychic

Condition Immunities charmed, frightened, prone

Senses darkvision 60 ft., passive Perception 11

Languages Deep Speech

Challenge 5 (1,800 XP)

Ambush. On the first round of each combat, the mangler has advantage on attack rolls against a creature that hasn't taken a turn yet.

Shadow Stealth. While in dim light or darkness, the mangler can take the Hide action as a bonus action.

Actions

Multiattack. The mangler makes two claw attacks.

Claw. *Melee Weapon Attack:* +7 to hit, reach 5 ft., one target. *Hit:* 8 (1d8 + 4) slashing damage. If the attack roll has advantage, the target also takes 7 (2d6) psychic damage.

Flurry of Claws (Recharge 4-6). The mangler makes six claw attacks against one target. Either before or after these attacks, it can move up to its speed as a bonus action without provoking opportunity attacks.



Psionic Transplant Rules

- The psionic transplant will last three full days or until Huum releases the connection. During that time, your mind controls this monster's body instead of your normal body.
- While controlling the monster body, you still speak and understand your own languages in addition to those of the monster.
- You can make Deception, Intimidation, Persuasion, and all Intelligence checks using your normal statistics instead of the monster's. **Use the monster's stats for everything else.**
- If the monster body dies, your mind returns to your body safely.

Appendix 9: Tanarukk Body (Handout)

Tanarukk

Medium fiend (demon, orc), chaotic evil

Armor Class 14 (natural armor)

Hit Points 95 (10d8 + 50)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
18 (+4)	13 (+1)	20 (+5)	9 (-1)	9 (-1)	9 (-1)

Skills Intimidation +2, Perception +2

Damage Resistances fire, poison

Senses darkvision 60 ft., passive Perception 12

Languages Abyssal, Common, Orc

Challenge 5 (1,800 XP)

Aggressive. As a bonus action, the tanarukk can move up to its speed toward a hostile creature that it can see.

Magic Resistance. The tanarukk has advantage on saving throws against spells and other magical effects.

Actions

Multiattack. The tanarukk makes two attacks: one with its bite and one with its greatsword.

Bite. *Melee Weapon Attack:* +7 to hit, reach 5 ft., one target. *Hit:* 8 (1d8 + 4) piercing damage.

Greatsword. *Melee Weapon Attack:* +7 to hit, reach 5 ft., one target. *Hit:* 11 (2d6 + 4) slashing damage.

Reactions

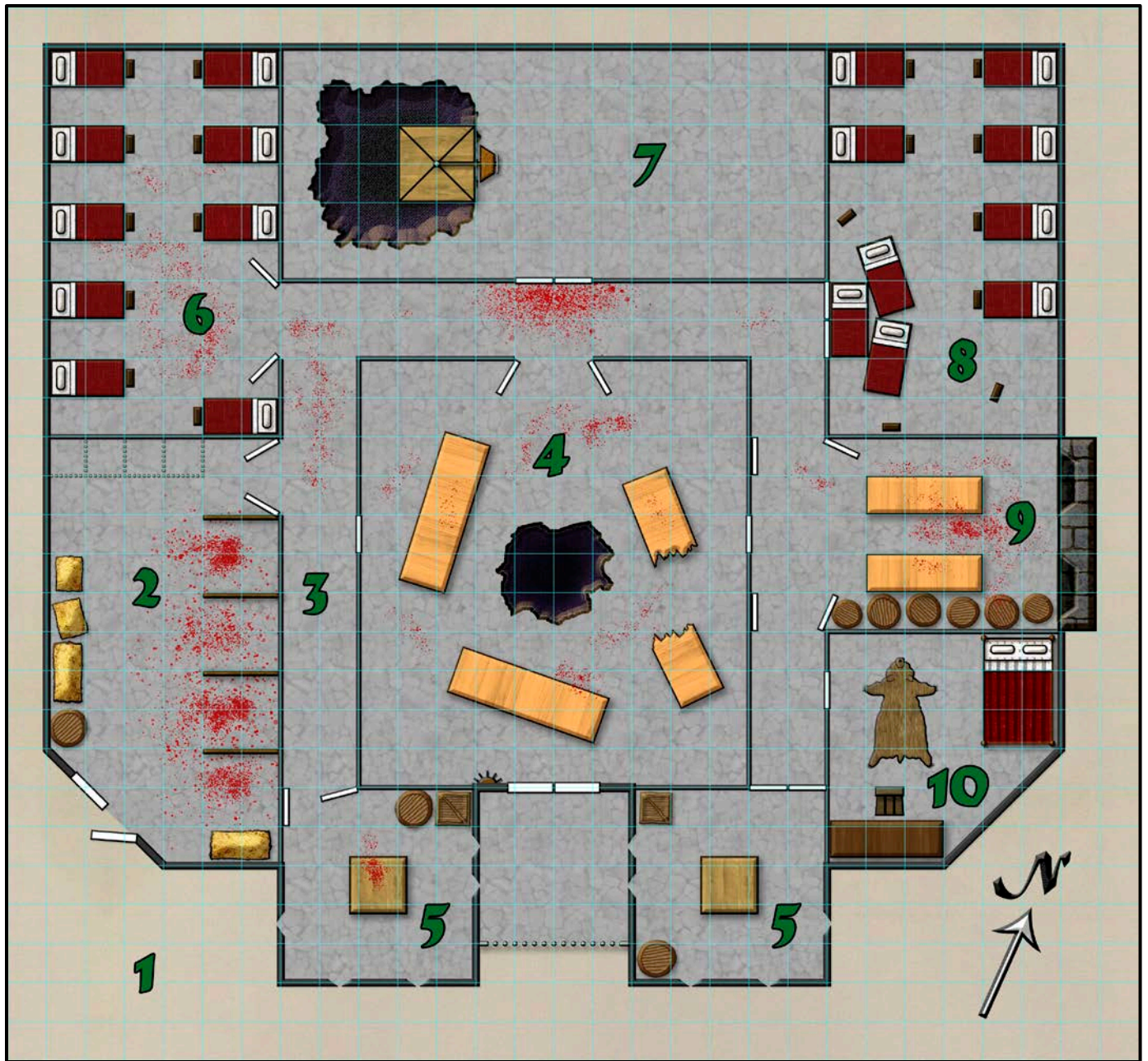
Unbridled Fury. In response to being hit by a melee attack, the tanarukk can make one melee weapon attack with advantage against the attacker.



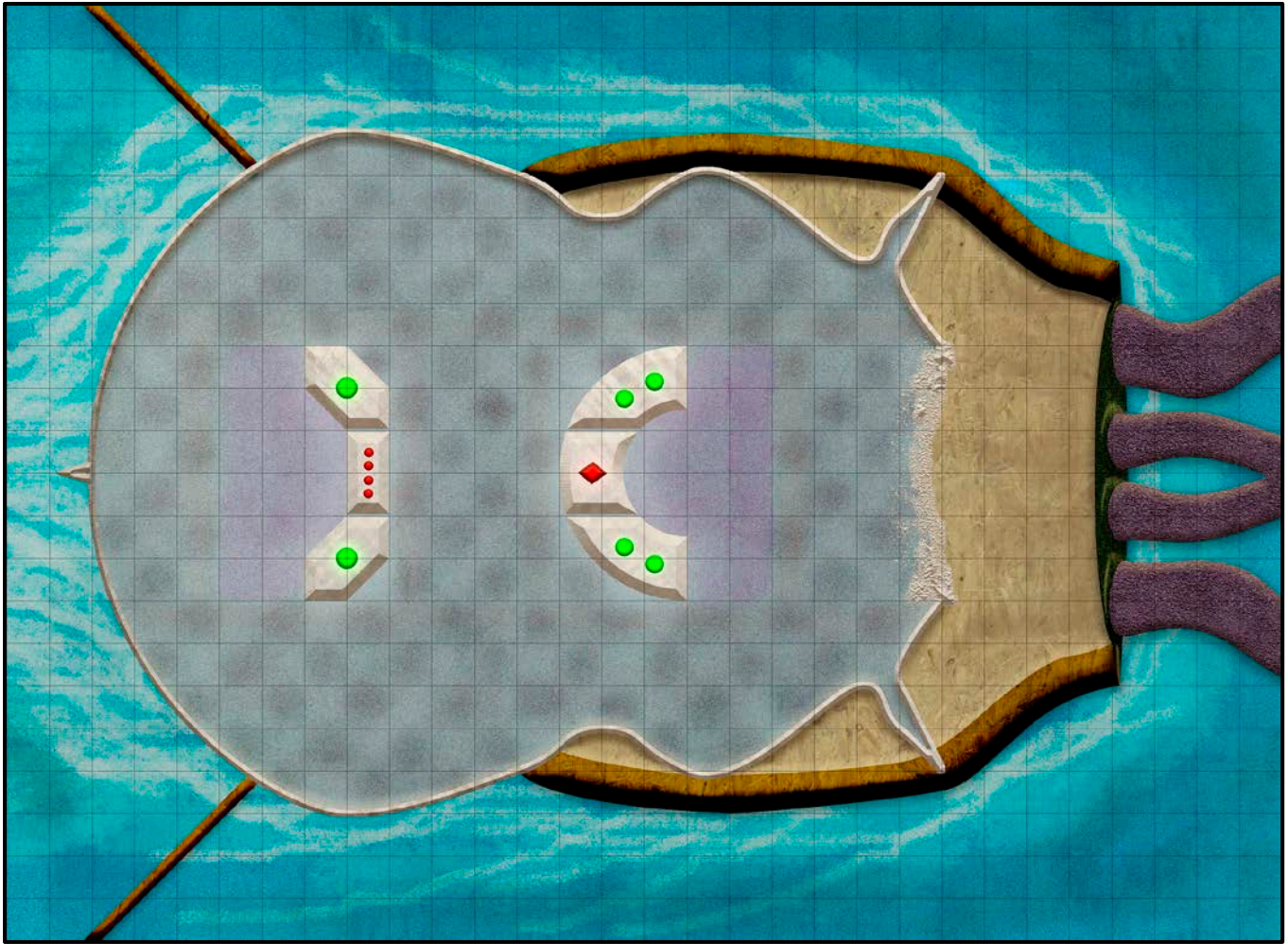
Psionic Transplant Rules

- The psionic transplant will last three full days or until Huum releases the connection. During that time, your mind controls this monster's body instead of your normal body.
- While controlling the monster body, you still speak and understand your own languages in addition to those of the monster.
- You can make Deception, Intimidation, Persuasion, and all Intelligence checks using your normal statistics instead of the monster's. **Use the monster's stats for everything else.**
- If the monster body dies, your mind returns to your body safely.

Appendix 10: The Waydown Garrison (Map)



Appendix 11: Nautiloid (Map)



Appendix 12: Monster Information (Player Handout)

Band of Demons

Description: Most of these demons are barlguras, succubae, and incubi, but there are some vrocks, chasme, and hezrou too.

Leader: A slender, well-dressed cambion named Morbyal has several of the other demons wrapped around his finger.

Band of Demons Fact #1: Being demons, they hate taking orders from others, especially weaklings. They associate hierarchy with devils who are their bitter enemies. They hate to be compared to or mistaken for devils.

Band of Demons Fact #2: These demons are the spawn of Graz'zt, the Dark Prince of Pleasure. They prefer to chase personal pleasure and indulgence above all else. If given a choice, they do what seems the most fun.

Congregation of Kuo-Toa

Description: These kuo-toa are resting around a small hut that they built on the edge of Lake Sporedome.

Leaders: Two kuo-toa archpriests who are debating whether or not Cephallix is a god.

Congregation of Kuo-Toa Fact #1: Kuo-toa worship gods of their own insane creation. They can be made to worship a new god when presented with impressive artwork of the god and remarkable stories about them.

Congregation of Kuo-Toa Fact #2: The kuo-toa seem to notice and loathe the dense mass of brain larvae that are currently polluting Lake Sporedome. Perhaps they might turn against the one responsible for that pollution.

Tribe of Trolls

Description: A tribe of filthy, stinking trolls have dug a burrow out of a mushroom grove.

Leader: A huge two-headed, four-armed troll chieftain. Both heads argue with each other.

Tribe of Trolls Fact #1: These trolls are extremely greedy and see gold and treasure as symbols of status. They keep speculating on whether Cephallix intends to pay them and whether there is treasure on the nautiloid.

Tribe of Trolls Fact #2: The trolls absolutely despise the demons, especially the ones who like to play with fire. They hate fire.

Nest of UMBER Hulks

Description: Two dozen umber hulks have created a warren by digging a network of shallow tunnels in the hill here.

Leader: The matriarch is the largest and smartest umber hulk in the brood.

Nest of UMBER Hulks Fact #1: The umber hulks seem to act uneasy whenever they go out into the large Sporedome cavern. Perhaps they are uncomfortable with open spaces.

Nest of UMBER Hulks Fact #2: Illithids have performed many brutal experiments on umber hulks in the past. They might not take kindly to Cephallix if they realize the illithid plot.

Appendix 13: Character Rewards

If found during the adventure, the characters can keep the following rewards; it's suggested that you print off enough copies of this page to be able to give one to each of your players (crossing out rewards they didn't receive during the session):

Goggles of Night

Wondrous item, uncommon

While wearing these dark lenses, you have darkvision out to a range of 60 feet. If you already have darkvision, wearing the goggles increases its range by 60 feet. This item is found in the *Dungeon Master's Guide*.

This pair of goggles is fashioned from umber hulk carapace and troll leather. While wearing it, its red lenses cause you to see the world in shades of red.

Moon-Touched Sword (Rapier)

Weapon (rapier), common

In darkness, the unsheathed blade of this sword sheds moonlight, creating bright light in a 15-foot radius and dim light for an additional 15 feet. This item is found in *Xanathar's Guide to Everything*.

This silver blade is forged to resemble a long tentacle that twists out to a sharp point.

Potion of Hill Giant Strength [Consumable Magic Item]

Potion, uncommon

When you drink this potion, your Strength score changes to 21 for 1 hour. The potion has no effect on you if your Strength is equal to or greater than that score.

This potion's transparent liquid has floating in it a sliver of fingernail from a hill giant. This item is found in the *Dungeon Master's Guide*.

Appendix 14: Dungeon Master Tips

To DM an adventure, you **must** have 3 to 7 players—each with their own character within the adventure’s level range (see *Adventure Primer*). Characters playing in a **hardcover** adventure may continue to play to but if they play a different hardcover adventure, they **can’t return** to the first if outside its level range.

New to D&D Adventurers League?

<http://dnd.wizards.com/playevents/organized-play>

Preparing the Adventure

Before you start play, consider the following:

- Read through the adventure, taking notes of anything you’d like to highlight or remind yourself of while running the adventure, such as a way you’d like to portray an NPC or a tactic you’d like to use in a combat. Familiar yourself with the adventure’s appendices and handouts.
- Gather any resources you’d like to use to aid you in running this adventure--such as notecards, a DM screen, miniatures, and battlemaps.
- Ask the players to provide you with relevant character information, such as name, race, class, and level; passive Perception score, and anything the adventures specifies as notable (such as backgrounds, traits, flaws, etc.)

Players can play an adventure they previously played as a Player or Dungeon Master but may only play it once with a given character. Ensure each player has their character’s adventure logsheet (if not, get one from the organizer) with their starting values for level, magic items, gold and downtime days. These are updated at the conclusion of the session. The adventure information and your information are added at the end of the adventure session—whether the completed the adventure or not.

Each player is responsible for maintaining an accurate logsheet. If you have time, you can do a quick scan of a player’s character sheet to ensure that nothing looks out of order. If you see magic items of very high rarities or strange arrays of ability scores, you can ask players to provide documentation for the irregularities. If they cannot, feel free to restrict item use or ask them to use a standard ability score array.

Point players to the *D&D Adventurers League Players Guide* for reference. If players wish to spend downtime days and it’s the beginning of an adventure or episode, they can declare their activity and spend the days now, or they can do so at the end of the adventure or episode. Players should select their characters’ spells and other daily options prior to the start of the adventure, unless the adventure specifies otherwise. Feel free to reread the adventure description to help give players hints about what they might face.

Adjusting This Adventure

To determine whether you should consider adjusting the adventure, add up the total levels of all the characters and divide the result by the number of characters (rounding .5 or greater up; .4 or less down). This is the group’s average party level (APL). To approximate the **party strength** for the adventure, consult the table below.

Determining Party Strength

Party Composition	Party	Strength
3-4 characters,	APL less than	Very weak
3-4 characters,	APL equivalent	Weak
3-4 characters,	APL greater than	Average
5 characters,	APL less than	Weak
5 characters,	APL equivalent	Average
5 characters,	APL greater than	Strong
6-7 characters,	APL less than	Average
6-7 characters,	APL equivalent	Strong
6-7 characters,	APL greater than	Very strong

Magic Item:

**Moon-Touched Sword
(Rapier)**

CCC-GAD02-01 *The Monster Within*

Weapon (Rapier), Common

In darkness, the unsheathed blade of this sword sheds moonlight, creating bright light in a 15-foot radius and dim light for an additional 15 feet.

This silver blade is forged to resemble a long tentacle that twists out to a sharp point.

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